#### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** RM LIMITED OFFERING EXEMPTION

3235-0076

OMB Number: Expires:

May 31, 2005

Estimated average burden hours per response



Name of Offering ( check-if this is an am	endment and name ha	s changed, and indi-	ate change.)			
Charlotte 1037 Lasse						
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	⊠ Rule 5	i06 🗆	Section 4(6)	ULOE
Type of Filing: New Filing □ A	mendment					
	A. BASI	C IDENTIFICAT	ON DATA			
1. Enter the information requested about the	issuer					
Name of Issuer ( check if this is an ame	ndment and name has	s changed, and indic	ate change.)			
Charlotte 1031, L.L.C.						
Address of Executive Offices	(Number and Street,	City, State, Zip Coo	e)	Telephone N	umber (Including	Area Code)
2901 Butterfield Road, Oak Brook,	Illinois 60523			(630) 2	18-4916	
Address of Principal Business Operations	(Number and Street,	City, State, Zip Coo	e)	Telephone N	umber (Including	Area Code)
(if different from Executive Offices)					1220	PCOPE
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Brief Description of Business					D MAD	0.000
The acquisition and sale of real pro	perty neid by a Dei	aware statutory tr	ust. 		F MAR A	9 2007
Type of Business Organization					- 1 14 14	//C/Chr
corporation	limited partners	hip, already formed		other (pl	ease specify):////	ICIAI
■ business trust	☐ limited partners	hip, to be formed		limited I	iability company	
	_	Month	Year			
Actual or Estimated Date of Incorporation of	or Organization:	0 3	0 6		☐ Estimated	
Jurisdiction of Incorporation or Organization				r State:		
	CN for Canada: F	N for other foreign	jurisdiction)		DE	

#### GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Beneficial Owner □ Executive Officer □ Director Check Box(es) that Apply: ☐ General and/or Managing Partner Full Name (Last name first, if individual) **Inland Real Estate Exchange Corporation** Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 ☐ General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Gujral, Brenda G. Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Goodwin, Daniel L. \* Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Parks, Robert D. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Matlin, Roberta S. \* Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) DelRosso, Patricia A. \* Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Beneficial Owner ☐ General and/or □ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Wang, Cathy Z. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523

These individuals are executive officers or directors of Inland Real Estate Exchange Corporation, the sole member of the Issuer.

				B.	INFORMA	ATION ABO	OUT OFFE	RING	<u>-</u> -				
											Yes	No	
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			$\boxtimes$	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under Ul.	OE.				
2. Wha	t is the mir	imum inve	estment tha	t will be ac	cepted from	m any indi	vidual?	•••••			\$	489,479*	
					•	•						No	
3. Does	s the offerin	ng permit i	oint owner:	ship of a si	ngle unit?.						Yes	No □	
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				B.	INFORMA	ATION ABO	OUT OFFE	RING			·		
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		·	В.	INFORM/	ATION ABO	OUT OFFE	RING			· <del>-</del>	
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1. Has the iss	uer sold, or do	es the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			$\boxtimes$
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				В.	INFORMA	TION ABO	OUT OFFE	RING						
1. Has	the issuer s	sold, or doe	es the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?		Yes	No		
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2. Wha	nt is the mir	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?			•••••	. <u>\$</u>	489,479*		
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				B.	INFORMA	ATION ABO	OUT OFFE	RING				
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1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	i investors	in this offe	ring?			$\boxtimes$
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В,	INFORMA	TION ABO	OUT OFFE	RING				<del></del>	
											Yes	No	
1. Has	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	l investors	in this offe	ring?			$\boxtimes$	
			A	nswer also	in Append	lix, Colum	n 2, if filinį	g under UL	OE.				
2. Wha	nt is the mir	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				\$	489,479*	
											Yes	No	
3. Doe	s the offeri	ng permit j	oint owner:	ship of a si	ngle unit?.						$\boxtimes$		
com offer and/	er the informission or ring. If a poor for with a st ciated perso	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure I person or broker or e	chasers in agent of a dealer. If n	connection broker or c nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are			
	ime (Last na son, Jeffre		f individua	l)									
	ss or Reside	•	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)						
	85 124th A			00, Coon	Rapids, N	MN 55433							
	of Associate Her Johnso			i									
	Miller Johnson Steichen Kinnard  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	mprehens			rk									
	n Which Pe										П А	All States	
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He	ime (Last n rshey, Ter	ry				.=							
	ss or Resido 9 Center A		•		t, City, Sta	te, Zip Co	de)						
	of Associate		or Dealer										
	Equities,			<del>.</del>									
	n Which Pe eck "All St							•••	•••••		🗆 A	All States	
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				B.	INFORMA	TION ABO	OUT OFFE	RING					
											Yes	No	
1. Has	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	l investors	in this offe	ring?		. 🔲	$\boxtimes$	
			A	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.				
2 Wha	at is the mir	imum inve	estment tha	t will be ac	cented from	m anv indi	vidual?				\$	489.479*	
2. Wild	it is the int	illiani nive	Siment ma	i will be ac	cepted from	in any man	v (duai :		••••••	•••••••••••			
1 D	.1 00 1	•. •	• .		. 1						Yes	No □	
3. Doe:	s the offeri	ng permit je	oint owner:	snip of a si	ngie unit?.	• • • • • • • • • • • • • • • • • • • •	••••••	•••••	••••••	•••••••		Ш	
com offer and/	er the information or ring. If a property or with a stated person	similar ren erson to be ate or state	nuneration listed is ar s, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in a gent of a dealer. If n	connection broker or o nore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are			
	me (Last na rich, Kenn		f individua	l)									
	ss or Reside		ss (Numbe	r and Stree	t. City. Sta	te. Zin Coo	de)						
	00 Sherida		•			-	,						
Name o	of Associate	ed Broker o	r Dealer		- 1.								
FS	C Securiti	es Corpor	ation										
	FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	ss or Reside					te, Zip Co	de)						
	of Associate			, , ,									
VS	R Financi	al Service	s										
	n Which Pe eck "All St										🗆 \land	All States	
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	ime (Last n irphy, Ed	ame first, i	f individua	1)									
	ss or Reside 5 Church,		-			-	de)				-		
Name o	of Associate	ed Broker o	or Dealer	·	-					1.00			
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	n Which Pe eck "All St							.,			🔲 A	II States	
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[R1]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

_				В.	INFORMA	TION ABO	OUT OFFE	RING					
				<u>-</u>							Yes	No	
1. Has t	the issuer s	old, or doe	s the issuer	intend to	sell, to non	-accredited	investors	in this offe	ring?			$\boxtimes$	
			Α	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.				
2. What	t is the min	imum inve	stment tha	t will be ac	cepted from	m any indi	vidual?				\$	489,479*	
					•	•					Yes	No	
3. Does	the offerir	ng permit je	oint owners	ship of a si	ngle unit?.								
4. Enter come offer and/o	r the inform mission or ring. If a po or with a st	nation requ similar ren erson to be ate or state		ach person for solicita associated ame of the	who has b tion of pure I person or broker or o	een or will chasers in agent of a dealer. If n	be paid or connection broker or c nore than fi	given, dire with sales lealer regis ve (5) pers	ctly or indi of securitie tered with ons to be li	rectly, any is in the the SEC sted are			
	_ <u> </u>		f individua		Ja may ser	TOTAL LIC II		Tor that ore	, Kei oi dea	ici omy.		· · · · · · · · · · · · · · · · · · ·	
	ore, David				<u> </u>		_						
			ss (Numbe Suite A-1,				de)						
	f Associate				.,							<del></del>	
FSC	C Securitie	es, Inc.											
	FSC Securities, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	me (Last na mmers, St		f individua	1)									
			ss (Numbe Suite A-1,				de)						
Name o	f Associate	d Broker o			· · · · · · · · · · · · · · · · · · ·		***************************************						
	C Securition												
			d Has Solic eck individ					•••••		•••••	🗆 A	ll States	
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	ett, Robiso		f individua	., 									
204		nter Stree	ss (Numbe t, PO Box		t, City, Sta	te, Zip Co	de)						
Name o	f Associate	d Broker o	or Dealer										
Car	nbridge II	rvestment	Research										
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING						
1. Has	the issuer s	old, or doe							-		Yes	No ⊠		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												489,479*		
3. Doe	s the offerin	ng permit j	oint owners	ship of a si	ngle unit?.						Yes . ⊠	No		
com offer and/	mission or ring. If a po or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or e	chasers in a agent of a dealer. If m	connection broker or o nore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	es in the the SEC sted are				
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				), Conroe	, TX 7730	1								
			or Dealer											
States i	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
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	tional Plar			_						-				
	n Which Pe eck "All St										🗆 А	ll States		
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

		<del></del>		В.	INFORMA	TION ABO	OUT OFFER	RING					
											Yes	No	
1. Has	the issuer s	old, or doe	s the issuer	intend to	sell, to non-	accredited	investors i	n this offer	ing?			$\boxtimes$	
			Α	nswer also	in Append	ix, Colum	n 2, if filing	g under UL	OE.				
2 Wha	t ic the min	imum inve	stment that	t will be ac	cented from	n anv indis	zidual?				\$	489,479*	
Z. Wha	it is the min	minum mive	Suitem tha	will be ac	cepica noi	i any man	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	*****	••••••••	***************************************		· · · · · · · · · · · · · · · · · · ·	
a n			• .		1						Yes ⊠	No □	
comi offer and/e	r the inform mission or s ring. If a peo or with a st ciated perso	similar rem erson to be ate or state	uneration t listed is an s, list the n	for solicita associated ame of the	tion of pure I person or broker or o	chasers in a agent of a dealer. If m	connection broker or d tore than fi	with sales of lealer regist ve (5) perso	of securitie tered with t ons to be li	s in the the SEC sted are			
	me (Last na		findividual	l)									
	own, Scott						• .						
	ss or Reside 34 E. Colo					te, Zip Coo	ie)						
	of Associate			cha, Ch	71107								
States in (Che	1st Global Capital  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	ss or Reside 05 Camino				-	-	de)						
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	n Which Pe eck "All St										🗆 A	II States	
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States i (Ch	n Which Po eck "All St	erson Liste ates" or ch	d Has Solic eck individ	cited or Int lual States)	ends to Sol	icit Purcha	sers				🗆 A	II States	
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

<sup>♦</sup> These four individuals all took part in the same sale of securities in the state of Utah

			•	В.	INFORMA	TION ABO	OUT OFFEI	RING					
											Yes	No	
1. Has t	he issuer s	old, or doe	s the issuer	intend to	sell, to non-	accredited	investors i	n this offer	ing?		. 🔲	$\boxtimes$	
			A	nswer also	in Append	ix, Columi	n 2, if filing	g under UL	OE.				
2 What	t is the min	imum inve	stment that	will be ac	cented from	n any indiv	zidual?				<b>.</b> \$	489,479*	
2. Wilai	i is the iniii	midin mive	stilletti tila	will be ac	cepted from	n ung man		***************************************	•••••				
2 5	at on a		··-•	L: C:	1						Yes . ⊠	No □	
											. 🖂		
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	coln Finai				nde to Soli	eit Purcha	core				-		
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City. Sta	te. Zip Coo	ie)	_	-				
Name o	f Associate	ed Broker o	r Dealer										
States in	n Which Pe	erson Lister	Has Solic	rited or Inte	ends to Sol	icit Purcha	sers				П А	II States	
			[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<u> </u>	(ID)	
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Name o	f Associate	ed Broker o	or Dealer										
					ends to Sol						П А	Il States	
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) {MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[IL] [MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]	

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged				
Type of Security	Aggrega Offering F		An	nount Already Sold
Debt	\$ -0-		\$	-0-
Equity	\$ -0-		<u> </u>	-0-
☐ Common ☐ Preferred				· · · · · · · · · · · · · · · · · · ·
Convertible Securities (including warrants)	\$ -0-		\$	-0-
Partnership Interests			\$	-0-
Other (Specify Individual beneficial interests in Delaware statutory trust)				23,915,037.54
Total				23,915,037.54
Answer also in Appendix, Column 3, if filing under ULOE.	25,704,			23,713,037.34
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
	Numbe Investo		_	ollar Amount of Purchases
Accredited Investors	52		\$	23,915,037.54
Non-accredited Investors	-0-		\$	-0-
Total (for filings under Rule 504 only)			\$	
Answer also in Appendix, Column 4, if filing under ULOE.				
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
Type of Offering	Type o Securit		D	ollar Amount Sold
Rule 505			\$	
Regulation A			\$	
Rule 504			\$	
Total			\$	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
Transfer Agent's Fees		Ø	\$	-0-
Printing and Engraving Costs			\$	-0-
Legal Fees			\$	45,000
Accounting Fees			\$	-0-
Engineering Fees			\$_	-0-
Sales Commission (specify finders' fees separately)			\$_	1,446,300
Other Expenses (identify) Marketing			\$	241050
Total			\$	1,732,350

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND US	E OF	PROCEEDS		
Ь.	Enter the difference between the aggreg and total expenses furnished in response gross proceeds to the issuer."	ed	\$22,252,125			
5.						
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		X	\$	⊠	<u>s</u>
	Purchase of real estate		$\boxtimes$	\$	⊠	\$ 19,010,575
	Purchase, rental or leasing and insta	llation of machinery and equipment	$\boxtimes$	<u>s</u>		\$
	Construction or leasing of plant buil	dings and facilities	$\boxtimes$	\$	⊠	\$
	offering that may be used in exchan	luding the value of securities involved in this ge for the assets or securities of another issuer	⊠	\$		\$
	Repayment of indebtedness		$\boxtimes$	\$		S
	Working capital		$\boxtimes$	\$	⊠	\$
	Other (specify): <u>Acquisition Fee</u>		×	\$ 2,989,550	⊠	\$ 252,000
			×	\$ 2,989,550	⊠	\$ 19,262,575
	Total Payments Listed (column tota	ls added)		<b>⋈</b> <u>\$</u>	22,252	2,125
		D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized person. Ig by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exc	hange Commissi	on, up	on written
lssu	er (Print or Type)	Signature		Date	,	·
Cha	urlotte 1031, L.L.C.	w		3/20/	<b>°</b> 7	
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
Catl	hy Z. Wang	Senior Vice President, Inland Real Estate Exchar Charlotte 1031, L.L.C.	ige C	Corporation, the	sole m	ember of

# -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE						
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?							
	See Appendix, Column 5, for state res	sponse.					
	undertakes to furnish to any state administrator of uch times as required by state law.	any state in which this notice is filed, a notice on					
3. The undersigned issuer hereby issuer to offerees.	undertakes to furnish to the state administrators	, upon written request, information furnished by the					
Limited Offering Exemption (	ents that the issuer is familiar with the conditions the ULOE) of the state in which this notice is filed and on of establishing that these conditions have been seen	d understands that the issuer claiming the availabili					
The issuer has read this notificati undersigned duly authorized pers	•	y caused this notice to be signed on its behalf by the					
Issuer (Print or Type)	Signature	Date					
Charlotte 1031, L.L.C.	(Y //	3/20/07					
Name (Print or Type)	Title (Print or Type)						

Charlotte 1031, L.L.C.

Senior Vice President, Inland Real Estate Exchange Corporation, the sole member of

#### Instruction:

Cathy Z. Wang

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX

1		2	3			4		<u> </u>	5
	Intend to non-ac	to sell ecredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		⊠	Undivided fractional interests in real estate \$23,984,475	1	\$705,134.13	0	N/A		×
AK									
AZ									
AR									
CA		Ø	Undivided fractional interests in real estate \$23,984,475	20	\$11,267,188.45	0	N/A		⊠
со		⊠	Undivided fractional interests in real estate \$23,984,475	3	\$859,850.00	0	N/A		Ø
СТ									
DE									
DC									
FL		×	Undivided fractional interests in real estate \$23,984,475	I	\$735,266.91	0	N/A		
GA									
HI									
ID		Ø	Undivided fractional interests in real estate \$23,984,475	5	\$2,633,154.91	0	N/A		⊠
IL		Ø	Undivided fractional interests in real estate \$23,984,475	2	\$300,544.18	0	N/A		Ճ
IN									
IA		×	Undivided fractional interests in real estate \$23,984,475	1	\$225,000.00	0	N/A		⊠
KS									

APPENDIX

1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	f security ggregate ng price d in state C-ltem 1)  Type of investor and amount purchased in State (Part C-ltem 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
KY		⊠ ⊠	Undivided fractional interests in real estate \$23,984,475	1	\$500,000	0	N/A		×
LA									
ME			<u> </u>						
MD							• •		
МА									
MI			<u> </u>						
MN		⊠	Undivided fractional interests in real estate \$23,984,475	5	\$1,909,160	0	N/A		⊠
MS									
МО		Ø	Undivided fractional interests in real estate \$23,984,475	1	\$650,000	0	N/A	٥	Ø
MT									
NE									
NV		⊠	Undivided fractional interests in real estate \$23,984,475	1	\$450,000	0	N/A		Ø
NH		⊠	Undivided fractional interests in real estate \$23,984,475	I	\$350,000	0	N/A		⋈
NJ		×	Undivided fractional interests in real estate \$23,984,475	1	\$678,500	0	N/A		×
NM									
NY		Ø	Undivided fractional interests in real estate \$23,984,475	l	\$350,000	0	N/A		⊠
NC									
ND									
ОН									

- 3	PP	F	V	n	IX

									•
1		2	3	4				5 Disqualification	
	Intand	to sell	Type of security					under Sta	te ULOE attach
		ccredited	and aggregate offering price	Type of investor and				explan	ation of
:		s in State -Item 1)	offered in state (Part C-Item 1)			rchased in State C-Item 2)			granted) -Item 1)
	(I alt D	101111	(rate-nent)	Number of	(i air	Number of		(rare	icin t)
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
OK				III V CSLOTS	Anount	HIVESTOIS	Amount		
OR			Undivided fractional interests in real estate \$23,984,475	4	\$949,861.59	0	N/A		×
PA									
RI					·		<del></del>		
sc									
SD							·		
TN		⊠	Undivided fractional interests in real estate \$23,984,475	1	\$500,000	0	N/A		⊠
TX		⊠	Undivided fractional interests in real estate \$23,984,475	1	\$488,000	0	N/A		⊠
UT		⊠	Undivided fractional interests in real estate \$23,984,475	I	\$303,377.37	0	N/A		⊠
VΤ									
VA									
WA		⊠	Undivided fractional interests in real estate \$23,984,475	1	\$60,000	0	N/A		⊠
wv							***		
WI									
WY									
PR									

